

**Chapman and Cutler LLP**

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August 10, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board (the "Board")  
395 E Street, S.W.  
Washington, DC 20423-0001

RECORDATION NO. 17825-M FILED

AUG 11 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

Re: Santa Fe Trust No. 1992-1  
Lease Termination [Tranche I (4-Axle)] dated as of June 24, 2010

Dear Sir or Madam:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Lease Termination [Tranche I (4-Axle)] dated as of June 24, 2010 (the "*Lease Termination*"), a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 17825.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: The Bank of New York Mellon Trust Company, N.A.  
Two North LaSalle Street, Suite 1020  
Chicago, Illinois 60602  
Attention: Lawrence M. Kusch  
(Santa Fe Trust No. 1992-1 Tranche I (4-Axle))

The equipment covered by the aforesaid Lease Termination [Tranche I (4-Axle)] consists of all railroad equipment described on Exhibit A.

A short summary of the document to appear in the index follows:

Lease Termination [Tranche I (4-Axle)].

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and

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recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER LLP

BY Karl T. Williams  
Karl T. Williams

Enclosures

# Chapman and Cutler LLP

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## DESCRIPTION OF EQUIPMENT

### SERIES 1992-1/TRANCHE I (4-AXLE)

EQUIPMENT	QUANTITY	ORIGINAL REPORTING MARKS	CURRENT REPORTING MARKS
GE Dash 8-40BW Locomotives	23	ATSF 560 through ATSF 582, inclusive	BNSF 560 through BNSF 575, inclusive  ATSF 576 (casualtied)  BNSF 577 through BNSF 582, inclusive

## EXHIBIT A

Chicago New York Salt Lake City San Francisco

AUG 11 '10 -8 00 AM

(Santa Fe Trust No. 1992-1 - Series 1992-1 / Tranche I (4-Axle))

SURFACE TRANSPORTATION BOARD

**LEASE TERMINATION [TRANCHE I (4-AXLE)]** dated as of June 24, 2010.

WHEREAS, AmeriTrust Company, National Association (predecessor to *The Bank of New York Mellon Trust Company, N.A.*, Successor Owner Trustee.) as owner trustee (the "Owner Trustee") and The Atchison, Topeka and Santa Fe Railway Company (predecessor to the *BNSF Railway Company*) as lessee (the "Lessee") entered into an Equipment Lease Agreement (Santa Fe Trust No. 1992-1) dated as of June 25, 1992, as amended or supplemented by (i) Lease Supplement (Santa Fe Trust No. 1992-1) No. 1 dated June 25, 1992, (ii) Lease Supplement No. 2 and Amendment No. 1 to Lease dated August 27, 1992 and (iii) Lease Supplement No. 3 dated December 10, 1992, (collectively, the "Lease") covering (x) originally twenty-three (23), now twenty-two (22) GE Dash 8-40BW locomotives now marked BNSF 560 through 575 and 577 through 582) (such item (x) being, "Tranche I (4-Axle)" as more particularly described therein), (y) twenty-seven (27) GE Dash 8-40CW locomotives originally marked ATSF 800 through 852 even numbers only (and now marked *BNSF 800 through 852 even numbers only*) (such item (y) being, "Tranche I (6-Axle)" as more particularly described therein) (such items (x) and (y) collectively being "Tranche I Locomotives" and (z) forty (40) other GE Dash 8-40CW locomotives (such item (z) being, "Tranche II (6-Axle)" as more particularly described therein);

WHEREAS, to evidence liens and interests under the Lease, each of the four (4) above described lease documents was recorded or deposited, as the case may be, in the period June 25, 1992 to December 10, 1992, at (i) at the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under recordation numbers: 17825, 17825-B, 17825-D and 17825-F and (ii) the Registrar General of Canada with document keys: 700, 703, 705 and 706;

AND WHEREAS, as of the date hereof, (i) the Lease as it pertains to the Tranche II (6-Axle) locomotives remains in full force and effect and (ii) the Lessee has performed its obligations under the Lease as it pertains to the Tranche I Locomotives only.

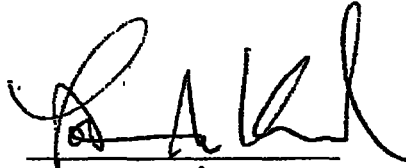
NOW, THEREFORE, the Owner Trustee hereby (i) terminates the Lease (in respect of the Tranche I (4-Axle) locomotives only) of the Tranche I Locomotives (except for (x) such terms and conditions which, by their nature, are designed to survive termination and (y) the obligation of Lessee to return the Tranche I (4-Axle) locomotives in accordance with Section 6 of the Lease) and (ii), for greater certainty, releases all of its security interests of record in the Tranche I (4-Axle) locomotives

[Execution on next page.]

IN WITNESS WHEREOF, the Owner Trustee has caused this Lease Termination [Tranche I (4-Axle)] to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A.,**  
not in its individual capacity but solely as Successor  
Owner Trustee

By:  
Its:

  
Vice President


STATE OF ILLINOIS

COOK COUNTY

)  
)  
)

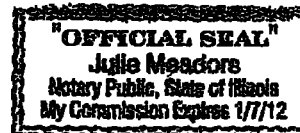
ss:

On this 10th day of August, 2010, before me personally appeared LAWRENCE M. KUSCH to me personally known, who, being by me duly sworn, says that he / she is Vice President of The Bank of New York Mellon Trust Company, N.A., that the foregoing instrument was signed on behalf of said national association by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing release was the free act and deed of said national association.

  
Notary Public

My commission expires: 1-7-12

[Notarial Seal]



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

8 / 11 / 10



\_\_\_\_\_  
Robert W. Alvord